

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
SILICON GRAPHICS, INC., *et al.*, : Case No. 09-_____ ()
:
Debtors. : (Jointly Administered)
:
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ASSIGNMENT NOTICE TO COUNTERPARTIES TO
ASSUMED EXECUTORY CONTRACTS AND UNEXPIRED LEASES

PLEASE TAKE NOTICE that on _____, 2009, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a motion (the “Bid Procedures and Sale Motion”) with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that on _____, 2009, the Bankruptcy Court entered an order [Docket No. _____] (the “Bid Procedures Order”) approving Bid Procedures (the “Bid Procedures”), which set key dates, times, and procedures related to the sale of substantially of the Debtors’ assets (the “Acquired Assets”). To the extent that there are any inconsistencies between the Bid Procedures and the summary description of the terms and conditions contained in this Notice, the terms of the Bid Procedures shall control.

PLEASE TAKE FURTHER NOTICE that the Debtors have entered into an asset purchase agreement for the Acquired Assets (the “Agreement”) with [_____] (the “Buyer”). Pursuant to the Agreement and in accordance with the Bid Procedures Order, the Buyer may designate executory contracts and unexpired to be assumed by the Debtors and assigned to the Buyer (the “Assigned Contracts”). An attachment to this notice provides information regarding adequate assurance of future performance by the Buyer.

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU OR ONE OF YOUR AFFILIATES IS A COUNTERPARTY TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE LISTED BELOW WITH ONE OR MORE OF THE DEBTORS:¹

<u>Counterparty Name</u>	<u>Contract/Lease</u>

¹ This Notice is being sent to counterparties to Executory Contracts and Unexpired Leases. This Notice is not an admission by the Debtors that such contract or lease is executory or unexpired.

The Buyer has designated the executory contracts and/or unexpired leases listed above, to which you are a counterparty, as Assigned Contracts. If you object to the proposed assumption and assignment to the Buyer of the executory contracts and/or unexpired leases listed above (the “Assumption”), you must file an objection (an “Assignment Objection”) with the Bankruptcy Court **no later than April __, 2009** (the “Objection Deadline”), and serve such objection on the following parties:

<i>Counsel to the Debtors</i>	<i>Counsel to the Creditors’ Committee</i>
Ropes & Gray LLP 1211 Avenue of the Americas New York, New York 10036 Attn: Mark R. Somerstein	[To Come]
<i>Counsel to the Agent for the Secured Lenders</i>	<i>Counsel to the Buyer</i>
Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, New York 10036 Attn: Thomas M. Mayer	Cooley Godward Kronish LLP 101 California Street, 5th Floor San Francisco, California 94111 Attn: J. Michael Kelly
<i>Office of the United States Trustee for the Southern District of New York</i>	
Office of the United States Trustee for the Southern District of New York 33 Whitehall Street, 21st Floor New York, New York 10004 Attn: Andrew Velez-Rivera	

If no objection to the Assumption is filed by the Objection Deadline, you will be forever barred from objecting to, and shall be deemed to have consented to, the assumption by the Debtors and the assignment to the Buyer of the above-listed Executory Contract(s) and Unexpired Lease(s).